

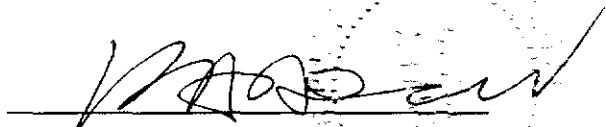
SCHEDULE 2C

**CERTIFICATE OF AUTHORITY
STATE OF ILLINOIS
SECRETARY OF STATE**

CANADA)
)
PROVINCE OF ONTARIO)
)
JUDICIAL DISTRICT)
)
OF YORK)
)
TO WIT:)

I, **ROBERT A. DONALDSON**, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Toronto in the said Province, **DO HEREBY CERTIFY** that the paper writing annexed hereto, which bears an impression of my seal is a true and correct copy of the **CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS** dated September 19, 2003 for **ENERGY SAVINGS (ILLINOIS) CORP.** produced and shown to me, the said copy having been compared by me with the said original document, an act whereof being requested I have granted the same under my hand and notarial seal of office to serve and avail as occasion shall or may be required.

DATED at Toronto, this 31st day of October, 2003.


ROBERT A. DONALDSON, Q.C.
a Notary Public in and for
the Province of Ontario



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 19, 2003

6311-266-6

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE ENERGY SAVINGS (ILLINOIS) CORP.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**

(Rev. Jan. 2003)

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1834
 www.cyberdriveillinois.com

See Note 1 for payment
 instructions

APPLICATION FOR
 AUTHORITY TO
 TRANSACT BUSINESS
 IN ILLINOIS

This space for use by Secretary of State

FILED**SEP 19 2003**

JESSE WHITE
 SECRETARY OF STATE

6311-266-6
SUBMIT IN DUPLICATE!

Date 9-19-03License Fee —Franchise Tax 25.00Filing Fee 75.00Penalties —

(Note 1)

Approved: B2

1. (a) CORPORATE NAME: Energy Savings (Illinois) Corp.

(Complete item 1 (b) only if the corporate name is not available in this state.)

- (b) ASSUMED CORPORATE NAME: N/A

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

- (b) Date of Incorporation: August 29, 2003

- (c) Period of Duration: Perpetual Existence

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
 (If none, so state)

Mr. Robert A. Donaldson Q.C., 130 King Street West

Suite 2830, P.O. Box 355

Toronto, Ontario, M5X 1E1

Not identified as yet

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: C T Corporation System

	First Name	Middle Initial	Last name
Registered Office:	208	South LaSalle Street	814
	Number	Street	Suite # (A.P.O. Box alone is not acceptable.)
	Chicago	60604	Cook
	City	ZIP Code	County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware

6. Name and addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	(see Schedule 6 attached)			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

At the outset, the Corporation proposes to market and sell contracts for the provision of natural gas to residential, small to mid size commercial and small industrial consumers and the related purchase and supply and natural gas to the customer base.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock	n/a	\$.001	100	100
(If more, attach list)				

9. Paid-in Capital: \$ 1.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 350,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 100,000.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 5,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 5,000,000.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated September 11, 2003

(Month & Day) (Year)
Debbie Wernet
(Any Authorized Officer's Signature)
Debbie Wernet - President
(Print Name and Title)

Energy Savings (Illinois) Corp.

(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fees due upon qualification is \$100. Any additional fees will be billed.

SCHEDULE 6

DIRECTORS AND OFFICERS ENERGY SAVINGS (ILLINOIS) CORP.

Rebecca MacDonald	Chair and Chief Executive Officer and Director	130 King Street West, Suite 2830, P.O. Box 355, Toronto, Ontario, M5X 1E1
Debbie Wernet	President and Director	130 King Street West, Suite 2830, P.O. Box 355, Toronto, Ontario, M5X 1E1
Jim McKelvie	Treasurer and Chief Financial Officer and Director	130 King Street West, Suite 2830, P.O. Box 355, Toronto, Ontario, M5X 1E1
Brennan Mulcahy	Executive Vice President and Director	130 King Street West, Suite 2830, P.O. Box 355, Toronto, Ontario, M5X 1E1
Paul DeVries	Vice President Operations and Director	130 King Street West, Suite 2830, P.O. Box 355, Toronto, Ontario, M5X 1E1
Robert A. Donaldson	Corporate Secretary	130 King Street West, Suite 2830, P.O. Box 355, Toronto, Ontario, M5X 1E1